

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	02/01/2007		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
AAi.FosterGrant, Inc.		02/01/2007	CORPORATION: RHODE ISLAND
RECEIVING PARTY DATA			
Name:	FGX International Inc.		
Street Address:	500 George Washington Highway		
City:	Smithfield		
State/Country:	RHODE ISLAND		
Postal Code:	02917		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 36			
Property Type	Number	Word Mark	
Registration Number:	1485228	AAI	
Registration Number:	2451758	ALL TERRAIN	
Registration Number:	0904720	AQUA-MATES	
Registration Number:	0427417	CORO	
Registration Number:	1462644	DRIVER'S CHOICE	
Registration Number:	2859761	EYE GEAR	
Registration Number:	0952456	EYE GEAR	
Registration Number:	1935944	E-Z READERS	
Registration Number:	2202605	FG	
Registration Number:	2108860	FG	
Serial Number:	78664867	FG	
Serial Number:	78664842	FG	

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TRADEMARK
REEL: 003477 FRAME: 0180

Serial Number:	78664904	FG
Serial Number:	78566699	FGX INTERNATIONAL
Serial Number:	78726921	FISH EYES
Registration Number:	1255021	FOSTER GRANT
Registration Number:	0703527	FOSTER GRANT
Serial Number:	78664733	FOSTER GRANT
Serial Number:	78664683	FOSTER GRANT
Serial Number:	78679740	FOSTER GRANT SIGNATURE
Serial Number:	78679949	FOSTER GRANT SIGNATURE
Serial Number:	78679852	FOSTERGRANT
Registration Number:	3015813	FOSTERGRANT EXPEDITION
Serial Number:	78679401	FOSTERGRANT OPTICAL
Serial Number:	78679426	FOSTERGRANT OPTICAL
Serial Number:	78681683	FOSTERGRANT READER'S CHOICE
Serial Number:	78931223	OPTI-RAY
Registration Number:	1824281	PLATINUM COLLECTION
Registration Number:	2992837	PURE EXPRESSIONS
Serial Number:	78679672	QUANTUM OPTICS
Registration Number:	1770750	READER'S CHOICE
Registration Number:	1835284	SOLAR ACCENTS
Registration Number:	2159786	SPARE PAIR
Registration Number:	2327175	SUNREADERS
Registration Number:	2052157	"WHO'S THAT BEHIND THOSE FOSTER GRANTS!"
Serial Number:	78566384	FGX

CORRESPONDENCE DATA

Fax Number: (703)749-1301
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: (703) 749-1307
 Email: wadykas@gtlaw.com
 Correspondent Name: Steven J. Wadyka, Jr.
 Address Line 1: 1750 Tysons Boulevard
 Address Line 2: Suite 1200
 Address Line 4: McLean, VIRGINIA 22102

ATTORNEY DOCKET NUMBER: 083557.068700

NAME OF SUBMITTER: Steven J. Wadyka, Jr.

Signature:

/steven j. wadyka, jr./

Date:

02/07/2007

Total Attachments: 8

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Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"AAI.FOSTERGRANT, INC.", A RHODE ISLAND CORPORATION,
WITH AND INTO "FGX INTERNATIONAL INC." UNDER THE NAME OF
"FGX INTERNATIONAL INC.", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED
IN THIS OFFICE THE FIRST DAY OF FEBRUARY, A.D. 2007, AT 11:41
O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE
NEW CASTLE COUNTY RECORDER OF DEEDS.

3853311 8100M

070112595



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5402829

DATE: 02-01-07

TRADEMARK
REEL: 003477 FRAME: 0183

CERTIFICATE OF OWNERSHIP AND MERGER

**AAi.FOSTERGRANT, INC., a Rhode Island corporation
and a wholly-owned subsidiary of
FGX INTERNATIONAL INC., a Delaware corporation**

**MERGING
WITH AND INTO**

**FGX INTERNATIONAL INC.,
a Delaware corporation**

**Under Section 253 of the General Corporation Law
of the State of Delaware**

December 27, 2006

The undersigned officer of FGX International Inc., a Delaware corporation incorporated on September 13, 2004 (the "Corporation"), hereby certifies that:

FIRST: The names and states of incorporation of the constituent corporations are as follows:

<u>Name</u>	<u>State</u>
AAi.FosterGrant, Inc. (the " <u>Merging Company</u> ")	Rhode Island
FGX International Inc.	Delaware

SECOND: The Corporation is the holder of 100% of the outstanding shares of the capital stock of the Merging Company.

THIRD: The resolutions attached hereto as Exhibit A were duly adopted by the unanimous written consent of the Board of Directors of the Corporation on December 27, 2006, authorizing and approving the merger of the Merging Company with and into the Corporation, with the Corporation surviving the merger (the "Merger").

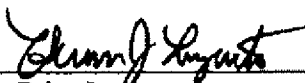
FOURTH: The effective date of the Merger shall be upon the filing of this Certificate of Ownership and Merger.

[Signature Page to Follow]

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IN WITNESS WHEREOF, the undersigned has caused this certificate to be executed as of the date first above written.

FGX INTERNATIONAL INC., a Delaware
corporation

By: 
Name: Brian L. Lario
Title: CFO, Treasurer & Secretary

{Certificate of Merger}

Exhibit A

Resolutions of FGX International Inc.

UNANIMOUS WRITTEN CONSENT
OF
THE BOARD OF DIRECTORS
OF
FGX INTERNATIONAL INC.

December 27, 2006

Pursuant to Section 141 of the Delaware General Corporation Law (the "DGCL"), the undersigned being all of the members of the Board of Directors (the "Board") of FGX International Inc., a Delaware corporation (the "Company"), do hereby take the following actions by written consent, adopt the following resolutions and agree that such resolutions shall be valid and effective corporate actions, as though such actions had been adopted by a meeting duly called and held:

Agreement and Plan of Merger

WHEREAS, it has been proposed that the Company enter into that certain Agreement and Plan of Merger, dated the date hereof (the "Plan of Merger"), by and between the Company and AAI Foster Grant, a Rhode Island corporation and the direct, wholly-owned subsidiary of the Company (the "Merging Company"), providing for the merger of the Merging Company with and into the Company, with the Company being the surviving entity; and

WHEREAS, the Company is the direct parent of the Merging Company owning 100% of the outstanding stock of the Merging Company; and

WHEREAS, the Board has been presented with and has reviewed (1) the Plan of Merger, substantially in the form attached hereto as Exhibit A and (2) the Certificate of Ownership and Merger, substantially in the form attached hereto as Exhibit B (the "Certificate of Merger"); and

WHEREAS, the Board has determined that it is advisable and in the best interests of the Company that the Company execute and deliver the Plan of Merger and file with the Secretary of State of the State of Delaware the Certificate of Merger.

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby adopts and approves the Plan of Merger in all respects and all transactions contemplated thereby be, and they hereby are, adopted, approved, confirmed and ratified; and be it

FURTHER RESOLVED, that the Board or any authorized officer of the Company be, and each of them acting alone hereby is, authorized, empowered and directed on behalf of the Company to (1) execute and deliver the Plan of Merger or such other documents contemplated thereby, with such amendments thereto as such authorized officer shall deem necessary or advisable, such authorized officer's signature thereon to conclusively evidence such necessity or advisability and (2) file the Certificate of Merger with the Secretary of State of the State of Delaware, and to do all other acts as may be required, appropriate or necessary to carry out and perform the transactions contemplated by the Plan of Merger or other documents contemplated thereby; and be it

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FURTHER RESOLVED, that the Company merge the Merging Company into itself and assume all of its liabilities and obligations; and be it

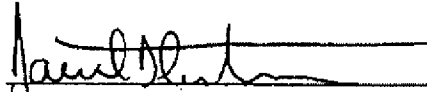
General Ratification

FURTHER RESOLVED, that in addition to and without limiting the foregoing, the Board or any authorized officer of the Company be, and each of them acting alone hereby is, authorized to take, or cause to be taken, such further action, and to execute and deliver, or cause to be executed and delivered, for and in the name and on behalf of the Company, all such instruments and documents as he may deem appropriate in order to effect the purpose and intent of the foregoing resolutions (as conclusively evidenced by the taking of such action or the execution and delivery of such instruments, as the case may be) and all action heretofore taken by the Board or any authorized officer of the Company in connection with the subject of the foregoing recitals and resolutions be, and it hereby is, approved, ratified and confirmed in all respects as the act and deed of the Company.

[Signature Page to Follow]

IN WITNESS WHEREOF, the undersigned have duly executed and delivered this
Unanimous Written Consent as of the date first set forth above.

DIRECTORS:


Jared Bluestein

Jennifer Stewart

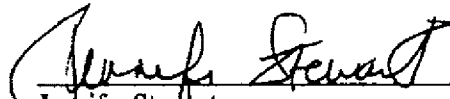

Alec Taylor

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IN WITNESS HEREOF, the undersigned have duly executed and delivered this
Unanimous Written Consent as of the date first set forth above.

DIRECTORS:

Jared Bluestein



Jennifer Stewart

Alec Taylor